

ATTACHMENT I
GLOBAL NAPS ILLINOIS, INC.
ARTICLES OF INCORPORATION
&
ILLINOIS CERTIFICATE OF AUTHORITY

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2001-01-23 11:11:33
Cook County Recorder 27.00



0010055859

File Number 6141-500-9

State of Illinois

Office of The Secretary of State

13-26
Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF

GLOBAL NAPS ILLINOIS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 9TH day of JANUARY A.D. 2001 and of the Independence of the United States the two hundred and 25TH



C-212.3


Jesse White
BOX 170 Secretary of State

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GLOBAL NAPS ILLINOIS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

3319322 8100

AUTHENTICATION: 0809821

001585613

DATE: 11-22-00

CERTIFICATE OF INCORPORATION

OF

GLOBAL NAPS ILLINOIS, INC.

FIRST: The name of the corporation is **GLOBAL NAPS ILLINOIS, INC.**

SECOND: The registered office of the corporation in the State of Delaware is located at 800 Delaware Avenue, Wilmington, County of New Castle, 19801. The registered agent of the corporation at that address is Delaware Corporations LLC.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is one thousand five hundred (1,500) shares of common stock without par value.

FIFTH: The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the bylaws.

SEVENTH: No holder of shares of stock of the corporation may voluntarily or involuntarily (whether pursuant to statute, court order or otherwise) sell, transfer, assign, hypothecate, pledge, permit any lien to attach to or grant any security interest in shares of stock held by such holder or otherwise dispose of shares of stock (collectively, a "Transfer") unless such holder has first obtained the prior written consent of the corporation to the Transfer, such consent to be expressed in a written resolution duly adopted by the board of directors of the corporation. The written consent of the corporation shall require as a condition to any Transfer that the transferee shall first agree in writing to be bound by the terms of this Article Seventh. Notwithstanding the foregoing restriction on any Transfer, shares of stock of the corporation may be transferred without the prior written consent of the corporation upon the death of a holder by a testamentary bequest contained in the holder's will or by operation of the laws of descent and distribution, *provided, however*, that in any such case, the corporation shall not be required to register the transfer on the books of the corporation or issue a certificate in the name of a beneficiary or distributee, as the case may be, until such beneficiary or distributee agrees in writing to be bound by the terms of this Article Seventh.